

BUTLER & BINION

1600 ALLIED BANK PLAZA
HOUSTON, TEXAS 77002

ATTORNEYS AT LAW
A PARTNERSHIP INCLUDING
PROFESSIONAL CORPORATIONS

(713) 237-3111 CABLE: LERION
TELEX 775532 TWX 8813628

1747 PENNSYLVANIA AVENUE, N. W.
WASHINGTON, D. C. 20006
(202) 466-6900

RECORDATION NO. *14353-A* Filed 1425

July 10, 1984

JUL 13 1984 12 45 PM

INTERSTATE COMMERCE COMMISSION

Interstate Commerce Commission
12th and Constitution Avenues, N.W.
Room 2303
Washington, D.C. 20423

Attention: Mildred Lee

Re: Documents for Recordation

Dear Ms. Lee:

I have attached an original and one certified true copy of a memorandum of lease, a primary document, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code. This document is dated as of ~~June~~ *March* 1, 1984.

The names and addresses of the parties to this document are as follows:

Lessor: RailTex, Inc.
4901 Broadway, Suite 231
San Antonio, Texas 78209
Attention: Mr. Robert R. Lende

Lessee: Rogers & Babler
1301 East 64th Avenue
Anchorage, Alaska 99502

A description of the equipment covered by the lease is attached to the memorandum as Exhibit A.

A recording fee of \$50.00 was previously sent to you to cover the cost of recording the lease assignment and the memorandum of lease. You will recall that you agreed to let us submit the attached memorandum of lease after submission of the lease assignment, and include both documents in the same fee.

Please return the original and any extra copies not needed by the I.C.C. for recordation to me at Butler & Binion, 1600 Allied Bank Plaza, Houston, Texas 77002.

635 LITTLEFIELD BUILDING
AUSTIN, TEXAS 78701
(512) 474-6284

No. *14353-A*
Date *JUL 13 1984*
Fee \$ *10.00*
ICC Washington, D. C.

A short summary of the document to appear in the index follows:

Lease memorandum between RailTex, Inc. 4901 Broadway, Suite 231, San Antonio, Texas 78209, as Lessor, and Rogers & Babler, 1301 East 64th Avenue, Anchorage, Alaska 99502, as Lessee, dated as of June 1, 1984 and covering eighty-two Rapid Discharge railcars, as described therein.

If you have any questions regarding this matter, or if you need additional information, please do not hesitate to call me collect at (713) 237-3108. Thank you.

Very truly yours,

A handwritten signature in cursive script, reading "Jeffrey Dunn".

Jeffrey D. Dunn

JDD/bjp

JDDU/D34/F

Interstate Commerce Commission
Washington, D.C. 20423

7/13/84

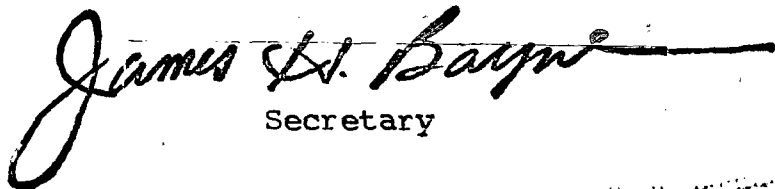
OFFICE OF THE SECRETARY

Jeffery D. Dunn
Butler & Binion
1600 Allied Bank Plaza
Houston, Texas 77002

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 7/13/84 at 12:45pm and assigned re-recording number(s). 14353-A & 14369 & 14370

Sincerely yours,


Secretary

Enclosure(s)

RECORDATION NO. 14353-A FILE 1425

As of March 1, 1984

JUL 13 1984 12 45 PM

MEMORANDUM OF LEASE

INTERSTATE COMMERCE COMMISSION

This Memorandum of Lease evidences that RAILTEX, INC. ("Lessor"), a Texas corporation, with its principal office at 4901 Broadway, Suite 231, San Antonio, Texas 78209, and ROGERS & BABLER ("Lessee"), an Alaska partnership, with its principal office at 1301 East 64th Avenue, Anchorage, Alaska 99502, have entered into a Railroad Car Lease Agreement, No. RB-1 ("Lease"), dated March 1, 1984, for the lease of 82 Ortner, 100-ton, Rapid Discharge open-top hopper cars, more particularly described on Exhibit A attached hereto, for a term commencing on April 1, 1984, and ending on November 15, 1988, and any renewals as stated therein.

Lessee acknowledges that Lessor has assigned its interest in the Lease and all rights to payment thereunder, to Allied Bank of Texas ("Bank"), Allied Bank Plaza, Houston, Texas 77002. Lessee consents to the assignment of Lessor's rights (but not the obligations) in the Lease, and agrees that (i) upon receipt of written request from the Bank to remit Lease payments to the Bank, Lessee shall remit when due and payable all Lease payments to the Bank for deposit to the account of Lessor, and (ii) Lessee will not modify or terminate the Lease without the prior written consent of the Bank.

This Memorandum of Lease is delivered to a filing officer for filing so that Lessor and Lessee may give notice of the Lease to third parties. This Memorandum of Lease does not alter, amend or restate terms of the Lease. Persons desiring further information about the Lease should contact Lessor at the address specified above.

RAILTEX, INC.

ROGERS & BABLER

By: Bruce M. Flohr
Bruce M. Flohr, President

By: Donald M. March
~~Robert C. Treece, General~~
Manager

Donald M. March, Operations Manager

THE STATE OF TEXAS §
COUNTY OF BEXAR §

BEFORE ME, the undersigned authority, on this day personally appeared Bruce M. Flohr, President of RailTex, Inc., a Texas corporation, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for purposes and considerations therein expressed, in the capacity therein stated and as the act and deed of said corporation.

Given under my hand and seal of office, this 15th day of June, 1984.

Anna M. Leonard
Notary Public in and for
The State of Texas

My Commission Expires:

5 May 1988

THE STATE OF ALASKA §
THIRD JUDICIAL DISTRICT §

BEFORE ME, the undersigned authority, on this day personally appeared ~~Robert C. Treese~~ ^{DONALD M. MALLIN, OPERATIONS}, General Manager of Rogers & Babler, an Alaska partnership, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for purposes and considerations therein expressed, in the capacity therein stated and as the act and deed of said partnership.

Given under my hand and seal of office, this 20th day of June, 1984.

Sarah A. Mayes
Notary Public in and for
The State of Alaska

My Commission Expires:

2/10/86

JDDU/D30-c

EXHIBIT A

Eighty-two (82) "Rapid Discharge" TM self-clearing, bottom dump railcars, manufactured by Ortner Freight Car Company, Model No. OC-5025 (100-ton), specification No. EX-279, having AAR mechanical designation HT, and AAR car type code H450, with capacity of 2,300 cubic feet, currently marked TRAX 1020, 1021, 1023, 1024, 1026, 1030, 1031, 1038, 1040 through 1098 inclusive, 1100, 1101, 1102, 1105, 1106, 1107, 1109, 1115, 1116, 1117, 1119, 1120, 1123, 1127 and 1128.

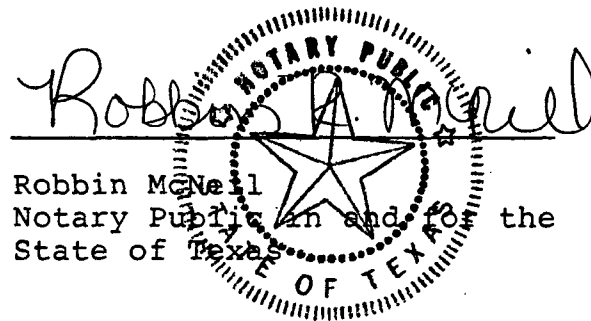
JDDU/D-30/c

CERTIFICATE OF AUTHENTICITY

I have compared the attached copy and the original Memorandum of Lease and have found the copy to be complete and identical in all respects to the original document.

Sworn to and subscribed before me this 6th day of July, 1984.

ROBBIN R. McNEIL
Notary Public, State of Texas
My Commission Expires November 25, 1985


Robbin McNeil
Notary Public in and for the
State of Texas

JDDU/D33/DD